ORIGINAL

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014 Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: PHIFER/JOHNSON FOUNDATION

A Employer identification number: 57-6153679

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

PO BOX 3524

B Telephone number (see instructions): (864) 585-2000

City or town, state or province, country, and ZIP or foreign postal code

SPARTANBURG, SC 29304

C If exemption application is pending check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 13,925,086.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	187,338.	187,338.		ATCH 1
	4 Dividends and interest from securities	202,964.	202,964.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	571,887.			
	b Gross sales price for all assets on line 6a 5,833,416.				
	7 Capital gain net income (from Part IV, line 2)		571,887.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-10,700.	-10,700.		
	12 **Total.** Add lines 1 through 11	951,489.	951,489.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,325.			
	c Other professional fees (attach schedule)	71,454.	4,546.		66,908.
	17 Interest	16,832.	16,832.		
	18 Taxes (attach schedule) (see instructions)[4]	27,457.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	12,515.			7,399.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	142,583.	21,378.		74,307.
	25 Contributions, gifts, grants paid	1,816,305.			1,816,305.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,958,888.	21,378.	0	1,890,612.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,007,399.			
	b **Net investment income** (if negative, enter -0-)		930,111.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,186,164.	2,227,504.	2,227,504.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	12,325,345.	10,230,902.	11,175,735.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 7)	1.	521,847.	521,847.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,511,510.	12,980,253.	13,925,086.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	360,767.	364,091.	ATCH 8
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	360,767.	364,091.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,150,743.	12,616,162.	
	30 Total net assets or fund balances (see instructions)	13,150,743.	12,616,162.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,511,510.	12,980,253.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,150,743.
2	Enter amount from Part I, line 27a	2	-1,007,399.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,143,344.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	-472,818.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,616,162.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	571,887.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,797,956.	14,118,376.	0.127349
2012	2,122,617.	14,631,339.	0.145073
2011	2,162,063.	15,777,500.	0.137035
2010	2,126,831.	16,517,005.	0.128766
2009	2,846,067.	16,450,784.	0.173005

2	**Total** of line 1, column (d)	2	0.711228
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.142246
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,958,124.
5	Multiply line 4 by line 3	5	1,985,487.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,301.
7	Add lines 5 and 6	7	1,994,788.
8	Enter qualifying distributions from Part XII, line 4	8	1,890,612.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2) check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	18,602.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	18,602.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	18,602.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 8,430.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	8,430.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	10,172.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13		

14 The books are in care of ▶ MR. DAN C. BREEDEN Telephone no ▶ (864)585-2000
Located at ▶ PO BOX 3524, SPARTANBURG, SC ZIP+4 ▶ 29304

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) . . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE DEAN JOHNSON, JR. 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
GEORGE D. JOHNSON, III 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSAN P.JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSANNA P. JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 . . . . . . ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	11,415,188.
b	Average of monthly cash balances	1b	1,437,558.
c	Fair market value of all other assets (see instructions)	1c	1,317,938.
d	**Total** (add lines 1a, b, and c)	1d	14,170,684.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,170,684.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	212,560.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,958,124.
6	**Minimum investment return.** Enter 5% of line 5	6	697,906.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	697,906.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	18,602.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	18,602.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	679,304.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	679,304.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	679,304.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,890,612.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,890,612.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,890,612.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				679,304.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only				
b	Total for prior years 20 12 ,20 11 ,20 10				
3	Excess distributions carryover, if any, to 2014				
a	From 2009 . . . 2,029,508.				
b	From 2010 . . . 1,337,765.				
c	From 2011 . . . 1,381,296.				
d	From 2012 . . . 1,398,704.				
e	From 2013 . . . 1,113,646.				
f	**Total** of lines 3a through e	7,260,919.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,890,612.				
a	Applied to 2013, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2014 distributable amount				679,304.
e	Remaining amount distributed out of corpus	1,211,308.			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,472,227.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	2,029,508.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	6,442,719.			
10	Analysis of line 9				
a	Excess from 2010 . . . 1,337,765.				
b	Excess from 2011 . . . 1,381,296.				
c	Excess from 2012 . . . 1,398,704.				
d	Excess from 2013 . . . 1,113,646.				
e	Excess from 2014 . . . 1,211,308.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 10				
Total . . . . ▶ **3a**				1,816,305.
b Approved for future payment				
ATCH 11				
Total . . . . ▶ **3b**				5,409,564.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	187,338.	
4 Dividends and interest from securities			15	202,964.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	571,887.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12				-10,700.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				951,489.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 951,489.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM V KASTLER		5/13/15		P00537730
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 320 E.MAIN ST.,STE 420 SPARTANBURG, SC 29302			Phone no 864-577-8810	

Form **990-PF** (2014)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					70,454.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
324,083.		368,230.					-44,147.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
4,140,577.		3,727,629.					412,948.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
1,181,985.		1,165,670.					16,315.	
		K-1: JACAR PARENT, LLC (45-3551698)					VAR	VAR
29,288.							29,288.	
		K-1: LAZARD INTL (32-0341680)					VAR	VAR
7,675.							7,675.	
		K-1: LAZARD INTL (32-0341680)					VAR	VAR
-2,674.							-2,674.	
		K-1: GRUSS GLOBAL INVESTORS (ENHANCED),					VAR	VAR
39,739.							39,739.	
		K-1: GRUSS GLOBAL INVESTORS (ENHANCED),					VAR	VAR
21,138.							21,138.	
		MUNDANE INTERNATIONAL						
21,151.							21,151.	
TOTAL GAIN(LOSS)							571,887.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2014

Name of estate or trust: PHIFER/JOHNSON FOUNDATION

Employer identification number: 57-6153679

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	371,497.	368,230.		3,267.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	3,267.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	4,188,329.	3,727,629.		460,700.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	1,181,985.	1,165,670.		16,315.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	21,151.			21,151.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	70,454.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	568,620.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			3,267.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			568,620.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			571,887.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24 If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,500	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶	30	
31	Enter the **smaller** of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $12,150	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33 If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
PHIFER/JOHNSON FOUNDATION	57-6153679

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SEE ATTACHED CSCHWAB 7503-8696			324,083.	368,230.			-44,147.
K-1: LAZARD INTL (32-0341680)			7,675.				7,675.
K-1: GRUSS GLOBAL INVESTORS (ENHANCE			39,739.				39,739.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			371,497.	368,230.			3,267.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2014

	GROSS PROCEEDS	COST OR OTHER BASIS	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE ATTACHED FOR DETAILS					
PART I-SHORT-TERM CAPITAL GAINS AND LOSSES					
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX A Charles Schwab 7503-8696	324,082 91	368,230 33	-	(44,147 42)	
TOTAL SHORT-TERM, BOX A	324,082 91	368,230 33	-	(44,147 42)	
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX B UBS 3A 02827	-	-	-	-	
TOTAL SHORT-TERM, BOX B	-	-	-	-	
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX C Charles Schwab 7503-8696	-	-	-	-	
TOTAL SHORT-TERM, BOX C	-	-	-	-	
TOTAL SHORT-TERM CAPITAL GAINS/(LOSSES)	324,082 91	368,230 33	-	(44,147 42)	

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2014
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX A-SHORT-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS REPORTED TO THE IRS									
BLACKROCH EHNCD EQTY DIV	7,555 000	VARIOUS	02/12/14	58,720 00	58 824 55			(104 55)	
JP MORGAN EXCH TRADED ALERIAN	3,000 000	10/17/14	12/29/14	138,005 98	147 364 15			(9 358 17)	
VAN ECK GLOBAL HARD ASSETS	1,805 000	08/20/14	12/15/14	67,376 93	100 000 00			(32 623 07)	
WELLS FARGO ADVTG ST HI YLD B	7,537 000	07/02/14	12/17/14	59,960 00	62,041 63			(2,061 63)	
								-	
BOX A-TOTAL SHORT-TERM, BASIS REPORTED				324,082 91	368 230 33		-	(44,147 42)	

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
PHIFER/JOHNSON FOUNDATION	57-6153679

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SEE ATTACHED CSCHWAB 7503-8696			4,140,577.	3,727,629.			412,948.
K-1: JACAR PARENT, LLC (45-3551698)			29,288.				29,288.
K-1: LAZARD INTL (32-0341680)			-2,674.				-2,674.
K-1: GRUSS GLOBAL INVESTORS (ENHANCED			21,138.				21,138.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			4,188,329	3727629.			460,700.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
PHIFER/JOHNSON FOUNDATION	57-6153679

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[X] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SEE ATTACHED CSCHWAB 7503-8696			1,181,985.	1165670.			16,315.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,181,985.	1165670.			16,315.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2014

	GROSS PROCEEDS	COST OR OTHER BASIS	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE ATTACHED FOR DETAILS					
PART II-LONG-TERM CAPITAL GAINS AND LOSSES					
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX D					
Charles Schwab 7503-8696	4,140,577 22	3,727,628 68	-		412,948 54
TOTAL LONG-TERM, BOX D	4,140,577 22	3,727,628 68	-		412,948 54
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX E					
Charles Schwab 7503-8696	1,181,984 25	1,165,670 06	-		16,314 19
TOTAL LONG-TERM, BOX E	1,181,984 25	1,165,670 06	-		16,314 19
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX F					
Charles Schwab 7503-8696	-	-	-		-
TOTAL LONG-TERM, BOX F	-	-	-		-
TOTAL LONG-TERM CAPITAL GAINS/(LOSSES)	5,322,561 47	4,893,298 74	-		429,262 73

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2014
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX D-LONG-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS REPORTED TO THE IRS									
BIOMARIN PHARMACEUTICAL	11,750 000	03/28/13	12/23/14	1,024 569 59	725,670 15				298,899 44
BLACKROCK EHNCD EQTY DIV	31,529 000	VARIOUS	02/12/14	245 053 97	229,795 38				15 258 59
COLUMBIA SHORT TERM BOND CL R	7,986 000	VARIOUS	07/02/14	79 695 58	79,651 80				43 78
COLUMBIA SHORT TERM BOND CL R	4 020 000	05/08/12	10/20/14	40 118 91	40,000 00				118 91
EATON VANCE DIVERSIFIED CURR	26,928 000	04/26/13	12/16/14	264,145 51	287,755 71				(23 610 20)
ISHARES CORE ETF	2,670 000	VARIOUS	06/26/14	292 035 07	299,625 98				(7 590 91)
JP MORGAN EXCH TRADED ALERIAN	8,344 000	VARIOUS	12/29/14	383 840 65	325,741 72				58,098 93
MATTHEWS CHINA FD INSTL	6,015 000	02/28/13	05/22/14	124 980 00	140,899 44				(15,919 44)
OAKMARK FUND	1,524 000	04/22/13	05/22/14	100,000 00	79,820.15				20,179 85
OAKMARK FUND	1,508 000	04/22/13	05/27/14	100,000 00	78,989 46				21,010 54
RIDGEWORTH SEIX FLOAT RATE	40 295 000	VARIOUS	12/17/14	348,557.49	357,625 56				(9,068 07)
VAN ECK GLOBAL HARD ASSETS	620 000	05/17/12	12/15/14	23,137.78	25,000 00				(1,862 22)
VANGUARD CORP BOND ETF	500 000	03/12/13	05/22/14	43 039 65	43,447 79				(408 14)
VANGUARD CORP BOND ETF	505 000	VARIOUS	05/22/14	43,470 04	43,966 85				(496 81)
VANGUARD CORP BOND ETF	4,000 000	VARIOUS	06/27/14	345,744 21	338,308 87				7,435 34
VANGUARD GROWTH	2,000 000	VARIOUS	05/20/14	187,270 91	153,905 34				33,365 57
VANGUARD GROWTH	49 000	04/15/13	05/27/14	4,718 25	3,756 92				961 33
VANGUARD GROWTH	1,041 000	VARIOUS	05/27/14	100,239 61	79,713 34				20,526 27
VANGUARD SHORT TERM IVEST	23,255 000	VARIOUS	07/02/14	249,980 00	252,275 20				(2,295 20)
VANGUARD SHORT TERM IVEST	13,145 000	VARIOUS	12/17/14	139,980 00	141,679 02				(1 699 02)
BOX D-TOTAL LONG-TERM, BASIS REPORTED				4,140,577 22	3,727,628 68		-		412,948 54

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2014
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX E-LONG-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS NOT REPORTED TO THE IRS									
COLUMBIA SHORT TERM BOND CL	17,063 000	06/17/11	07/02/14	170 284 42	170,127 41				157 01
COLUMBIA SHORT TERM BOND CL	43,418 000	VARIOUS	10/20/14	433 299 75	432,481 85				817 90
CREDIT SUISSE AG	125,000 000	05/14/13	08/18/14	141,562 50	125,000 00				16,562 50
GOLDMAN SACHS GROUP	85,000 000	06/21/13	07/28/14	95,710 00	85,000 00				10,710 00
JP MORGAN CHASE	85,000 000	06/21/13	07/24/14	100,596 96	85,000 00				15 596 96
RIDGEWORTH SEIX FLOAT RATE H	5,947 000	03/24/10	12/17/14	51,442 51	52,096 69				(654 18)
VAN ECK GLOBAL HARD ASSETS	5,068 000	05/05/10	12/15/14	189,088 11	215,964 11				(26,876 00)
BOX E-TOTAL LONG-TERM, BASIS NOT REPORTED				1,181 984 25	1,165,670 06		-		16,314 19

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side: PHIFER/JOHNSON FOUNDATION

Social security number or taxpayer identification number: 57-6153679

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
MUNDANE INTERNATIONAL			21,151.				21,151.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			21,151.				21,151.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

JSA
4X2616 2 000

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - SEE ATTACHED	56,520.	56,520.
K-1: JACAR PARENT, LLC (45-3551698)	66,393.	66,393.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	1,566.	1,566.
K-1: JOHNSON AARON INVESTORS (27-2242383	63,056.	63,056.
K-1: GRUSS GLOBAL TAX EXEMPT INTEREST	-197.	-197.
TOTAL	187,338.	187,338.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	185,503.	185,503.
K-1: LAZARD INTERNATIONAL (32-0341680)	10,819.	10,819.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	6,642.	6,642.
TOTAL	202,964.	202,964.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013
SCHEDULE OF DIVIDENDS/INTEREST INCOME PER 1099'S

BROKER/ENTITY	INTEREST INCOME	TOTAL DIVIDENDS	QUALIFIED DIVIDENDS	CAPITAL GAIN DIST	SECTION 1250 GAIN	NON-DIVIDEND DIST	MISC INCOME	FOREIGN TAX PAID	FEDERAL TAX EXEMPT DIVIDENDS	FEDERAL TAX WITH-HELD	1099-B GROSS PROCEEDS
UBS 3A-0395	56,520 46										
CHARLES SCHWAB 8864-0905		68 76									
CHARLES SCHWAB 7503-8696		185,433 16	91 192 34	70,453 66		4 294 71		2,850 81			5,646,644 38
TOTALS	56,520 46	185,501 92	91 192 34	70,453 66	-	4 294 71	-	2 850 81	-	-	5 646,644 38
TRIAL BALANCE	56,520 46	185,503 42	N/A	70 453 66		N/A		2 850 81			5,646,644 38
ENTRY REQUIRED	-	(1 50)	N/A	-	-	N/A	-	-	-	-	-

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC INCOME	306.	306.
K-1: LAZARD INTERNATIONAL (32-0341680)	300.	300.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	-11,306.	-11,306.
TOTALS	-10,700.	-10,700.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	24,050.
FOREIGN TAXES PAID	2,851.
GRUSS FOREIGN TAXES	330.
LAZARD FOREIGN TAXES	226.
TOTALS	27,457.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
K-1 OTHER DED: LAZARD INTL		1,333.
K-1 OTHER DED: JACAR PARENT		3,774.
BANK SERVICE CHARGES		30.
K-1: JOHNSON AARON INVESTORS		9.
MANAGEMENT FEES		7,307.
BANK CHARGES		62.
	TOTALS	12,515.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
VARIOUS		10,230,902.	11,175,735.
	TOTALS	10,230,902.	11,175,735.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED ASSETS	521,847.	521,847.
TOTALS	521,847.	521,847.

ATTACHMENT 8

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: N/P UBS BANK

BEGINNING BALANCE DUE	360,767.
ENDING BALANCE DUE	364,091.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	360,767.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	364,091.

ATTACHMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2014	213,259.
K-1 INVESTMENT ACTIVITY RECORDED ON BOOKS AND INCLUDED ON PRIOR YEAR TAX RETURN	-686,077.
TOTAL	-472,818.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		1,816,305.
		TOTAL CONTRIBUTIONS PAID	1,816,305.

Phifer Johnson Foundation
2014 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2094	MAR	A Child's Place	Swing Fore Tournament	20,000 00	20,000 00
2468	DEC	Adult Learning Center		500.00	500.00
2070	JAN	Advent Foundation	tribute Gift	1,000 00	
2071	JAN	Advent Foundation	Minister's Discretionary Fund	300 00	1,300.00
2095	APR	Alpha Kapa Alpha Educational Advance Fund		500.00	500 00
2411	SEP	Artists Guild Spartanburg		500.00	
2139	JUL	Artists Guild Spartanburg		1,500 00	2,000 00
2465	DEC	Arts Partnership of Greater Spartanburg	Annual Pledge	10,000 00	
2063	JAN	Arts Partnership of Greater Spartanburg	Spartanburg Soaring	10,000 00	
2415	OCT	Arts Partnership of Greater Spartanburg		11,100.00	31,100 00
2064	JAN	Arts Partnership of Greater Spartanburg-VOID	United Arts Annual Fund-VOID	VOID	-
2117	JUN	Ballet Spartanburg		500 00	
2132	JUL	Ballet Spartanburg	Peter and the Wolf	5,000 00	
2133	JUL	Ballet Spartanburg	DanSynergy VII	2,500 00	8,000 00
2118	JUN	Bettor Ford Alpine Gardens		1,000 00	1,000 00
2126	JUN	Birth Matters	Team Empowerment Program	500 00	
2444	DEC	Birth Matters		500 00	1,000 00
2062	JAN	Bravo! Vail	27th Season	3,000 00	
2423	OCT	Bravo! Vail		5,000 00	8,000 00
2446	DEC	Brookgreen Gardens	Atalaya Council	5,000 00	5,000 00
2129	JUL	Butterfly Foundation		500.00	500.00
2420	OCT	CASCC	Dancing with stars	250 00	250 00
2143	AUG	Charles Lea Center Foundation	Road Rally 28	250.00	
2448	DEC	Charles Lea Center Foundation		500 00	750 00
2083	MAR	Children's Advocacy Center	Spring Lucheon	1,000 00	
2421	OCT	Children's Advocacy Center		1,000 00	2,000 00
2453	DEC	Children's Museum of the Treasure Coast	Pmt 5 of 5	10,000 00	10,000 00
2140	JUL	Colleton County Arts Council		100 00	100 00
2131	JUL	Community Foundatin of Burke County		365 00	365 00
2123	JUN	Converse College	Annual Fund - SPJ	5,000 00	
2082	MAR	Converse College	Stackhouse Parlour	983 98	
2108	APR	Converse College	Bain Challenge - SPJ	5,000 00	
2124	JUN	Converse College	Sr Housing Campaign/Unrestricted	500,000 00	
2125	JUN	Converse College	Annual Fund	25,000.00	
2409	SEP	Converse College	1/2 cost of painting president's residence	7,894 00	
2437	NOV	Converse College	Valkyries Club	1,000 00	544,877 98
2122	JUN	Davidson College	E Craig Wall Building	100,000 00	100,000 00
2113	JUN	Episcopal Church of the Advent		100,000 00	
2429	NOV	Episcopal Church of the Advent	from sSusann	2,500.00	
2436	NOV	Episcopal Church of the Advent	GDJ III Gift	3,000 00	105,500 00
2427	NOV	Episcopal Church of the Transfiuguration		2,000 00	
2455	DEC	Episcopal Church of the Transfiuguration	Final pmt on 20,000 pledge for Triennal Leaders	5,000 00	7,000 00
2088	MAR	Episcopal Diocese of Upper SC		15,000 00	15,000 00
2406	SEP	ETV Endowment of SC	Radio	500 00	500 00
2111	MAY	First Tee		1,500.00	
2443	DEC	First Tee		500 00	2,000 00
2130	JUL	Foothills Conservancy		250 00	250 00
2107	APR	Foundation for the Carolinas Center for Philanthropy Fund		5,000 00	5,000 00
2084	MAR	Friend of Brookgreen Gardens	Evening under the Palmettos	500 00	500 00
2422	OCT	Friends of Dunbarton House	iho Adair Armfield	1,000.00	1,000 00
2077	FEB	Friends of Sulgrave Manor		500 00	500 00
2114	JUN	Friends of the Libraries		500 00	500 00
2116	JUN	Friends of the Petrie School of Music		1,000 00	1,000 00
2069	JAN	GHRF (Gunston Hall Regents Fund)		250 00	250 00
2092	MAR	Girl Scouts of SC mountains to Midlands	Women of Distinction Celebration	300 00	
2142	AUG	Girl Scouts of SC mountains to Midlands	Silver Sponser	1,000 00	
2120	JUN	Girl Scouts of SC mountains to Midlands	Emerald Circle (SPJ)	250 00	1,550 00
2433	NOV	Girls on the Run		5,000 00	5,000 00
2149	SEP	Glenn Springs Academy	Mud Run Sponsor	2,000 00	2,000 00
2413	OCT	Global Bike		500 00	500 00
2439	NOV	HALTER		1,000 00	1,000 00
2072	JAN	Hatcher Garden	Twilight In the Garden	1,000 00	1,000 00
2405	SEP	Healthy Smiles of Spartanburg	Laugh for a child	1,000 00	1,000 00
2445	DEC	Historic Burke Foundation	Moonlight & Mistletoe	100 00	
2464	DEC	Historic Burke Foundation	Annual Pledge	500 00	600 00
2418	OCT	Hope Center for Children		300 00	300 00
2093	MAR	Hub City	SC First Novel Prize	5,000.00	5,000 00
2456	DEC	Hub-Bub	Atrist's in Residence pmt 2 of 2	15,000 00	15,000 00
2068	JAN	Jefferson Scholars Foundation	Cochran House	10,000.00	10,000 00
2112	MAY	Mayo Clinic		50,000.00	50,000 00
2414	OCT	Mental Fitness/Nourish		1,640 00	1,640 00
2408	SEP	Mental Health America of Spartanburg County		200 00	200 00
2078	FEB	Music Foundation of Spartanburg	In honor of Jim Hudgens	1,000 00	
2091	MAR	Music Foundation of Spartanburg	Pmt #1 of 3 annual	1,666 00	2,666 00

Phifer/Johnson Foundation
2014 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2074	FEB	National Museum of Women in the Arts		500 00	500 00
2075	FEB	National Women's History Museum		500 00	500 00
2457	DEC	Northside Redevelopment Corporation	Pmt 4 of 5	50,000 00	50,000 00
2458	DEC	Nova Southeastern University	Pmt 2 of 5	50,000 00	50,000 00
2412	SEP	Omicron Delta Kappa Foundation	in honor of Converse College	500 00	500 00
2141	JUL	Overcoming Obstacles		200 00	200 00
2065	JAN	Palmetto Council, BSA	From Susu	1,000 00	
2079	FEB	Palmetto Council, BSA	Women for Scouting Brunch	500 00	
2428	NOV	Palmetto Council, BSA	BBQ Fest	500.00	2,000 00
2451	DEC	Peace Center for The Performing Arts		250.00	250 00
2416	OCT	Pine Crest School		250 00	250 00
2407	SEP	Planned Parenthood Federation of America		100 00	100 00
2089	MAR	RELMA	Stratford Hall	150.00	150 00
2103	APR	Robert E Lee Memorial Associates	Lee Circle Stratford Hall	5,000 00	5,000 00
2096	APR	SAFE Homes Rape Crisis Coalition		500.00	
2425	NOV	SAFE Homes Rape Crisis Coalition		500.00	1,000 00
2101	APR	Salvation Army		1,000.00	1,000 00
2073	FEB	SAM		10,000 00	10,000 00
2100	APR	SC Campaign to Prevent Teen Pregnancy	20th Anniversary Celebration	1,000.00	1,000 00
2081	FEB	SDS Parents Club	SDS Gala	200 00	200 00
2459	DEC	South Carlina Eating Disorder Center	Pmt 2 of 3	10,000 00	10,000 00
2090	MAR	SPACE	Supper on the Shoals	200 00	200 00
2148	SEP	Spartanburg Academic Movement	Pmt #1 of 3 annual	25,000 00	25,000 00
2099	APR	Spartanburg County Foundation	Glendalyn Circle Beautificatin Fund	1,000 00	
2438	NOV	Spartanburg County Foundation	in honor of Troy and Cecilia Hanna	500 00	
2440	NOV	Spartanburg County Foundation	Healthy Smiles	1,000 00	
2447	DEC	Spartanburg County Foundation	Hub City Animal Project	250 00	2,750 00
2102	APR	Spartanburg County Historical Association		500 00	500 00
2066	JAN	Spartanburg Day School	Elaine Freeman Scholorship	1,000 00	
2434	NOV	Spartanburg Day School	Annual Fund - SPJ	1,000 00	
2435	NOV	Spartanburg Day School	GDJ & Susu Annual Fund	1,500.00	
2463	DEC	Spartanburg Day School	From GDJ III	2,000 00	5,500 00
2110	MAY	Spartanburg Little Theatre		800.00	800 00
2128	JUN	Spartanburg Philharmonic Orchedstra		1,000 00	1,000 00
2404	SEP	Spartanburg Regional Foundation	An Uplifting Event	250 00	
2424	OCT	Spartanburg Regional Foundation		500 00	750 00
2441	NOV	Spartanburg Science Center		250.00	250 00
2144	AUG	Spartanburg Youth Theatre		500.00	500 00
2461	DEC	Spartnburg Community College Foundation	pmt 3 of 10 Downtown Campus	100,000 00	100,000 00
2454	DEC	Spartnburg County School District 7	Pmt 2 of 6	15,000.00	15,000.00
2138	JUL	Spoleto Festival USA		33,000 00	33,000 00
2076	FEB	Spot of Pride	#41, #83, #110, #128	7,390 00	7,390 00
2145	AUG	St Lukes Free Medical Clinic	Men's Tennis Pro Challenge	1,000 00	
2109	MAY	St Lukes Free Medical Clinic	Concert & Conversatio	1,000 00	
2147	SEP	St Lukes Free Medical Clinic	Men's Tennis Pro Challenge	4,000 00	6,000 00
2432	NOV	Trees Coalition		1,000.00	1,000 00
2467	DEC	Trout Unilmited	From GDJ III	5,000 00	5,000 00
2137	JUL	Tyger River Chapel Foundation		1,000.00	1,000 00
2136	JUL	UNC-Chapel Hill	Carolina Annual Fund - GDJ III	250 00	250 00
2452	DEC	United Way of the Piedmont		25,000 00	25,000 00
2080	FEB	Univensty of the South	Annual Fund	500 00	500.00
2067	JAN	Upstate Forever	Awards Luncheon	2,500 00	
2119	JUN	Upstate Forever	Preservation Bicycle Ride	1,000 00	3,500 00
2151	SEP	Urban League of The Upstate Inc		1,000 00	1,000 00
2426	NOV	USC Upstate	Brighter Future	1,000 00	1,000 00
2121	JUN	USC Uptate Foundation	Rose Theatre Fund	1,000 00	1,000 00
2417	OCT	Vail Valley Foundation		20,800 00	
2442	NOV	Vail Valley Foundation	shortall on check #2417	60 00	20,860 00
2061	JAN	Vail Valley Medical Center		50,000 00	
2146	AUG	Vail Valley Medical Center	in honor of Mary Sue and Mike Shannon	15,000.00	
2469	DEC	Vail Valley Medical Center		50,000.00	115,000 00
2135	JUL	Vali Performing Arts Academy		2,500 00	2,500 00
2104	APR	Village Ministry	The Juneteenth Celebration	1,000 00	1,000.00
2086	MAR	VOID	VOID	VOID	
2097	APR	VOID			
2098	APR	VOID			
2115	JUN	VOID		-	
2127	JUN	VOID		-	
2150	SEP	VOID		-	
2410	SEP	VOID		-	
2450	DEC	VOID		-	-
2419	OCT	Walker Foundation	Chili cookoff	1,500 00	
2449	DEC	Walker Foundation		500.00	2,000 00
2105	APR	Washington & Lee University	Give Day-GDJ, III	5,000 00	

Phifer Johnson Foundation
2014 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2106	APR	Washington & Lee University	Give Day-SPJ	5,000 00	
2460	DEC	Washington & Lee University	Pmt 2 of 5 Center for Global Learning	200,000 00	
2466	DEC	Washington & Lee University	Parents Fund	5,000 00	215,000 00
2134	JUL	Wheels Wings & Running Things		250 00	250 00
2085	MAR	Wofford College	Terrier Club	1,250 00	
2087	MAR	Wofford College	Unrestricted Gift	200 00	
2430	NOV	Wofford College	Annual Fund	5,000 00	6,450.00
2431	NOV	YMCA of Greater Spartanburg	pmt 5 of 10	100,000.00	
2462	DEC	YMCA of Greater Spartanburg	Meeting Street Academy Swim Program	9,006 00	109,006 00

Total 1,816,304 98

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			5,409,564.
		TOTAL CONTRIBUTIONS APPROVED	5,409,564.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2015 AMOUNT	2016 AMOUNT	BEYOND 2016	BALANCE DUE
SCHEDULED PLEDGES						
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	75,000	125,000
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	1,500,000	2,500,000
DISTRICT 7	90,000	DEC	15,000	15,000	15,000	45,000
HUB CITY WRITERS PROJECT-SC FIRST NOVEL PRIZE	15,000	MAR	5,000	N/A	N/A	5,000
Music Foundation of Spartanburg, Inc.	5,000		1,666	1,668	N/A	3,334
NORTH SIDE REDEVELOPMENT	250,000	DEC	50,000	N/A	N/A	50,000
SOUTH CAROLINA EATING DISORDER CENTER	30,000	DEC	10,000	N/A	N/A	10,000
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	1,000,000	APR	100,000	100,000	500,000	700,000
SPOLETO FESTIVAL USA	33,000	JUL	33,000	N/A	N/A	33,000
WASHINGTON & LEE UNIVERSITY- CENTER FOR GLOBAL LEARNING	1,000,000	DEC	200,000	200,000	200,000	600,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ	50,000	MAY	10,000	5,000	N/A	15,000
WASHINGTON & LEE UNIVERSITY- GDJIII	50,000	JUN	10,000	8,750	8,750	17,500
Wofford College - Annual Fund	5,000	Nov	-	-	-	-
UPSTATE FOREVER - FOREVERGREEN ANNUAL AWARDS LUNCHEON	10,000	MAR	2,500	2,500	2,500	7,500
YMCA	1,000,000	DEC	100,000	100,000	300,000	500,000
TOTAL SCHEDULED PLEDGES			1,062,166	957,918	2,601,250	4,611,334
REPEAT/ANNUAL PLEDGES						
ADVENT CHURCH-ANNUAL PLEDGE		JUN	100,000	100,000	100,000	300,000
ARTS PARTNERSHIP-ANNUAL FUND		DEC	10,000	10,000	10,000	30,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP		DEC	5,000	5,000	5,000	15,000
COMMUNITY FOUNDATION OF BURKE COUNTY		APR	365	365		730
EPISCOPAL CHURCH OF THE TRANSFIGURATION		Nov	2,000	2,000	2,000	6,000
HISTORIC BURKE FOUNDATION		JUN	500	500	500	1,500
UNITED WAY		DEC	25,000	25,000	25,000	75,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS	175,000	NOV	35,000	35,000	35,000	105,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ (Parents Fund)	5,000	DEC	5,000	5,000	5,000	15,000
TOTAL REPEAT/ANNUAL PLEDGES			182,865	182,865	182,500	548,230
POTENTIAL PLEDGES						
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD			250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	250,000	250,000
GRAND TOTAL			1,245,031	1,140,783	3,033,750	5,409,564

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME			18	306.	
K-1 INCOME: LAZARD INTL				300.	
K-1 INCOME: GRUSS				-11,306.	
TOTALS				-10,700.	